

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CITIBANK, N.A.,

Plaintiff,

-against-

ARALPA HOLDINGS LIMITED PARTNERSHIP
AND RODRIGO LEBOIS MATEOS,

Defendants.

Case No. 22-cv-08842 (JLR)

DECLARATION OF BRUNO PLOTNICKI

Pursuant to 28 U.S.C. § 1746, I, Bruno Plotnicki, declare as follows:

1. I am a Risk Senior Credit Officer of Citi Private Bank, an affiliate of Citibank, N.A. (“Citibank”) and have been employed at Citibank since 1999.
2. I make this declaration based on my personal knowledge and upon my review of relevant documents concerning Rodrigo Lebois Mateos (“Lebois”), Aralpa Holdings Limited Partnership (“Aralpa Holdings”), One57 36B LLC (“One57”) and Aralpa Miami Investments LLC (“Aralpa Miami”). I submit this declaration in support of Citibank’s motion for the issuance of a writ of execution and turnover order against One57 and Aralpa Miami, for prejudgment attachment and a temporary restraining order against One57 and Aralpa Miami, and to compel Lebois to provide responses to the information subpoena served on him.
3. In my role of Risk Senior Credit Officer, I am responsible for managing a portfolio of loans, and I have personal knowledge with respect to Citibank’s lending relationship with Aralpa Holdings and Lebois, as well as Citibank’s relationship with entities affiliated with Lebois, including One57 and Aralpa Miami.

ONE57

4. One57 is a New York limited liability company that was formed on or about September 7, 2016. A copy of One57's Operating Agreement is attached hereto as Exhibit A.

5. According to One57's Operating Agreement and a Resolution that Lebois signed and provided to Citibank on September 11, 2019, Lebois is the President of One57 and has full authority to transact all business on One57's behalf. A copy of the One57 Organization Agreement/Resolution signed by Lebois is attached hereto as Exhibit B.

6. One57's Operating Agreement states that the sole member of One57 is an entity known as Aralpa Capital SA de CV ("Aralpa Capital"). Citibank understands that Aralpa Capital is also managed and controlled by Lebois. A copy of an Organization Agreement/Resolution for Aralpa Capital, dated June 19, 2020 and signed by Lebois on November 16, 2020, which states that Lebois is President of Aralpa Capital and has full authority to transact business on its behalf is attached hereto as Exhibit C.

7. It is Citibank's understanding that One57 does not have an office and does not do any business other than its ownership of the real property located at 157 West 57th Street, Unit 36B, New York, New York (the "New York Property").

8. In January 2018, One57 obtained a \$5.22 million mortgage on the New York Property from Citibank. A copy of the mortgage agreement, which Lebois signed, is attached hereto as Exhibit D.

9. As a condition for providing the mortgage, Citibank required, among other things, that Lebois fully guaranty the mortgage. A copy of the Closing & Disbursement Instructions, which lists the conditions to be satisfied at closing, and the Consumer Limited Guaranty signed by Lebois are attached hereto as Exhibits E and F, respectively.

10. Based on my review of the mortgage documents, the addresses provided for One57 were: (1) Avenida Presidente Masaryk 111, Colonia Polanco Del Miguel Hidalgo Ciudad De Mexico Cp 11560, Mexico; and (2) Castillo De Chapultepec 115, Col Lomas Reforma Ciudad De Mexico. Both of these addresses have also been listed by Lebois as his personal address throughout the course of his dealings with Citibank, and the Avenida Presidente Masaryk 111 address is the same address that Lebois provided as his own in the guaranty that he signed relating to the Aralpa Holdings' credit facility that is the subject of this action.

11. One57 also holds a bank account with Citibank. Based on my review of the November 2021 to October 2023 account statements for One57's account, the bank account has historically carried a minimal balance and was used only to pay the mortgage on the New York Property. A copy of these account statements is attached hereto as Exhibit G.

12. As of December 8, 2023, there was \$54.48 in funds in One57's Citibank account.

13. Many of the funds deposited into One57's Citibank account and used to pay Citibank's mortgage came from Lebois' personal accounts at other financial institutions. Attached hereto as Exhibit H are copies of twelve wire transactions totaling \$189,350 from one of Lebois' personal accounts at other financial institutions to One57's Citibank account.

ARALPA MIAMI

14. Aralpa Miami is a Georgia limited liability company that was formed on or about January 24, 2018. A copy of Aralpa Miami's Operating Agreement is attached hereto as Exhibit I.

15. Like One57, Aralpa Miami's sole member is Aralpa Capital. *See* Ex. I at 2.

16. According to the Operating Agreement and a Resolution that Lebois signed and provided to Citibank on April 24, 2018, Lebois has full authority to transact all business on

Aralpa Miami's behalf. A copy of the Aralpa Miami Organization Agreement/Resolution signed by Lebois is attached hereto as Exhibit J.

17. It is Citibank's understanding that Aralpa Miami does not have an office and does not do any business. Like One57, Aralpa Miami also used the Avenida Presidente Masaryk 111, Colonia Polanco Del Miguel Hidalgo Ciudad De Mexico Cp 11560, Mexico address as its own address.

18. Aralpa Miami purchased the real property located at 5034 Fisher Island Drive, Unit 5034, Miami Beach, Florida 33109 (the "Miami Property") in April 2018 for \$3.5 million.

19. In July 2018, Aralpa Miami obtained a \$2.45 million mortgage on the Miami Property from Citibank. A copy of the mortgage agreement is attached hereto as Exhibit K.

20. Like One57, Lebois fully guaranteed the Aralpa Miami mortgage.

21. Aralpa Miami sold the Miami Property on or about February 21, 2023 for \$8,925,000. It paid off the balance on the Citibank mortgage, which was \$2,450,000 at the time, leaving it with \$6,475,000 in net proceeds from the sale.

22. Citibank does not know what Aralpa Miami did with the net proceeds from the sale of the Miami Property; however, through an information subpoena served in this action, it has located a brokerage account in the name of Aralpa Miami at UBS Financial Services, Inc. ("UBS"), numbered xxxx767, that had approximately \$2,015,486.19 in cash and money market funds as of October 31, 2023. A copy of the October 31, 2023 UBS statement for account numbered xxxxx767 is attached hereto as Exhibit L.

23. Aralpa Miami also holds a bank account with Citibank. Based on my review of the November 2021 to October 2023 account statements for Aralpa Miami's account, the bank account has historically carried a minimal balance and was used only to pay the mortgage on the

Miami Property and what appear to be fees to a property management company. A copy of these account statements is attached hereto as Exhibit M.

24. As on November 30, 2023, there was \$6,128.99 in funds in Aralpa Miami's Citibank account.

25. Many of the funds deposited into Aralpa Miami's Citibank account and used to pay the expenses for the Miami Property came from Lebois' personal accounts at other financial institutions. Attached hereto as Exhibit N are copies of eight wire transactions totaling \$216,815 from Lebois' personal accounts at other financial institutions to Aralpa Miami's Citibank account.

ARALPA HOLDINGS CREDIT FACILITY

26. In June 2017, Citibank agreed to provide Aralpa Holdings with a \$20 million credit facility. To ensure its ability to be repaid on the credit facility, Citibank required Lebois, Aralpa Holdings' principal, to guaranty repayment of any funds borrowed by Aralpa Holdings (the "Guaranty"). Copies of the June 16, 2017 Guaranty and the June 16, 2017 Note executed by Aralpa Holdings are attached exhibit as Exhibits O and P, respectively.

27. Under the terms of the Guaranty, Lebois represented that he had a net worth of "not less than \$200 million," and he agreed to provide a personal financial statement to Citibank on a semi-annual basis. Ex. O at §§ 8(s), 9(c).

28. Citibank relied on the Guaranty, including the representations and covenants therein, when it agreed to provide the credit facility to Aralpa Holdings. Had Lebois not provided a Guaranty, represented he had a net worth of at least \$200 million and agreed to provide periodic financial statements, Citibank would not have agreed to provide the credit facility to Aralpa Holdings.

29. The Guaranty was amended and restated on September 30, 2019, April 12, 2021, and November 30, 2021. A copy of the September 30, 2019 Guaranty with subsequent amendments is attached hereto as Exhibit Q. Each time the Guaranty was amended, Lebois agreed to “Maintain at all times (and to be tested at least annually) a Net Worth of not less than \$400,000,000” and to provide Citibank with periodic personal financial statements. *See* Ex. Q at 6-7 (§§ 9(r), (u)), 20-26.

30. The Note was amended and restated on July 27, 2018, September 30, 2019, April 12, 2021, and November 30, 2021. Among other things, these amendments extended the maturity date on the Note and adjusted the amount of the facility between \$20 million and \$50 million. The final amendment, dated November 30, 2021, extended the maturity to September 30, 2023 and set the amount of the facility at \$35 million. A copy of the November 30, 2021 Note is attached hereto as Exhibit R. The amended Note also required Aralpa Holdings to cause Lebois to maintain a net worth of at least \$400 million and provide periodic personal financial statements to Citibank. *See* Ex. R at 13 (§§ 11(o), (r)).

31. Citibank agreed to amend the Note and extend the maturity date for repayment of the funds borrowed by Aralpa Holdings because Lebois guaranteed repayment and because of the covenants in the Guaranty and the Note that required Lebois to maintain a net worth of at least \$400 million and to provide periodic personal financial statements to Citibank.

32. Citibank also agreed to amend the Note because Lebois had been providing personal financial statements in which he repeatedly represented his net worth to be in excess of \$400 million.

LEBOIS' PERSONAL FINANCIAL STATEMENTS

33. As required under the terms of the Note and Guaranty, Lebois provided Citibank with personal financial statements on an annual and then semi-annual basis. These personal financial statements listed his assets, his liabilities, his cash flow, and his total net worth.

34. In each of the financial statements he provided, Lebois represented that he owned substantial assets and that his net worth was well in excess of \$400 million.

35. Attached hereto as Exhibit S is a copy of a personal financial statement dated August 30, 2019 provided to Citibank that lists Lebois' total assets as \$631,700,000 and his total net worth as \$571,700,000.

36. Attached hereto as Exhibit T is a copy of a personal financial statement dated March 31, 2020 provided to Citibank that lists Lebois' total assets as \$591,533,631.57 and his total net worth as \$534,843,631.57.

37. Attached hereto as Exhibit U is a copy of a personal financial statement dated December 31, 2020 provided to Citibank that lists Lebois' total assets as \$767,161,635.55 and his total net worth as \$715,471,635.55.

38. Attached hereto as Exhibit V is a copy of a personal financial statement dated June 30, 2021 provided to Citibank that lists Lebois' total assets as \$810,144,741.02 and his total net worth as \$763,454,741.02.

39. Attached hereto as Exhibit W is a copy of a personal financial statement dated March 31, 2022 provided to Citibank that lists Lebois' total assets as \$705,672,562.16 and his total net worth as \$658,892,562.16.

40. Attached hereto as Exhibit X is a copy of a personal financial statement dated June 30, 2022 provided to Citibank that lists Lebois' total assets as \$631,747,635.91 and his total net worth as \$589,077,635.91.

41. Each of the personal financial statements from March 31, 2020 to June 30, 2022 listed specific assets owned by Lebois, including in the "Personal Real Estate" category, an asset described as "NY, NY" and an asset described as "Miami, FL (Fisher Island)." *See* Exs. T-X. Lebois represented and Citibank understood that the asset described as "NY, NY" was the New York Property and the asset described as "Miami, FL (Fisher Island)" was the Miami Property.

42. Citibank understood that the assets included on the personal financial statement were ultimately owned by Lebois and it agreed to amend the Note and extend the maturity date of the credit facility on multiple occasions, as well as to provide Aralpa Holdings with waivers of default on the Note after March 2022, based on Lebois' representations and its understanding that Lebois ultimately owned these assets and they could be used to repay the loan if Aralpa Holdings did not repay it.

43. Further, it is my understanding that, on August 28, 2023, Lebois offered to provide "the New York apartment", among other assets, as collateral for the Aralpa Holdings credit facility in the course of discussions to resolve Citibank's claim on the Note and Guaranty, as set forth in the email, dated August 28, 2023, sent to Citibank's counsel Samuel J. Rubin by Aralpa Holdings' and Lebois' counsel, John Conte, a copy of which is attached hereto as Exhibit Y.

INFORMATION SUBPOENA

44. Attached hereto as Exhibit Z is a copy of the information subpoena and restraining notice, dated October 24, 2023, served on Lebois.

45. Attached hereto as Exhibit AA is a copy of Lebois' sworn response to the information subpoena, dated November 16, 2023.

46. According to his information subpoena response, Lebois has an interest in assets that he collectively values at approximately \$30 million, \$17.8 million of which consists of shares in the publicly-traded Unifin Financiera, S.A.B. de C.V. ("Unifin"). *See* Ex. AA at 16.

47. On November 8, 2022, Unifin initiated bankruptcy proceedings in Mexico City (called a "concurso mercantil") and on November 28, 2022 the Bolsa Mexicana de Valores (the "Mexican Stock Exchange") issued a notice of suspension of trading in Unifin stock. Citibank understands that the bankruptcy proceeding is ongoing and that Unifin shares are still suspended from trading on the Mexican Stock Exchange. Accordingly, it is unclear what value, if any, Lebois' Unifin shares have.

48. Lebois also states in his information subpoena response that he has not sold or transferred any property in which he had any interest during the period of August 11, 2022 to the present. *See* Ex. AA at 21.

49. As discussed above, Aralpa Miami sold the Miami Property, which Lebois represented as his asset on five separate personal financial statements from March 31, 2020 to June 30, 2022, on or about February 21, 2023. Following the sale, Aralpa Miami did not deposit any of the \$6,475,000 in net proceeds in its Citibank account.

50. According to documents filed by Lebois in opposition to an earlier prejudgment attachment motion filed by Citibank, on or about October 28, 2022, Lebois, through an entity I understand to be controlled by him, sold a 137-foot yacht named "Botti" for \$17,000,000.

51. Citibank understood that the Yacht was the “Boat” Lebois identified in his personal financial statements as an asset owned by him and worth, as of June 30, 2022, \$18.85 million. *See* Ex. X.

52. From the documents Lebois filed in opposition to the earlier prejudgment attachment motion, it appears that the yacht was directly owned by Botti Sea Limited. Botti Sea Limited is an entity that I understand to be controlled by Lebois and that held accounts with Citibank. Botti Sea Limited did not deposit any of the proceeds from the sale of the Yacht in its accounts with Citibank and subsequently requested that its Citibank accounts be closed and any assets in them be transferred to UBS Financial Services, Inc.

53. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed: December 11, 2023
Sao Paulo, Brazil.



Bruno Plotnicki